

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>MRRRC Hold Co.</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>Rubio's Coastal Grill</u> <u>Rubio's Fresh Mexican Grill</u> <u>Rubio's</u>	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>27-2521242</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>2200 Faraday Avenue, Suite 250</u> <u>Carlsbad, CA 92008</u> <small>Number, Street, City, State & ZIP Code</small> <u>San Diego</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>www.rubios.com</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor **MRRC Hold Co.**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**7225****8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes

List all cases. If more than 1, attach a separate list

Debtor **SEE "ATTACHMENT 1 TO VOLUNTARY PETITION"** Relationship _____

District _____ When _____ Case number, if known _____

Debtor **MRRC Hold Co.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐

Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☒ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**

(on a consolidated basis)

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**

(book value; on a consolidated basis)

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor MRRC Hold Co.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/26/2020
MM / DD / YYYYX Melissa S. Kibler
Signature of authorized representative of debtorMelissa Kibler
Printed nameTitle Chief Restructuring Officer**18. Signature of attorney**X /s/ Ryan M. Bartley
Signature of attorney for debtorDate 10/26/2020
MM / DD / YYYYRyan M. Bartley
Printed nameYoung Conaway Stargatt & Taylor, LLP
Firm name1000 North King Street, Wilmington, Delaware 19801
Number, Street, City, State & ZIP CodeContact phone (302) 571-6600Email address rbartley@ycst.com4985 (Delaware)
Bar number and StateX /s/ Gregg M. Galardi
Signature of attorney for debtorDate 10/26/2020
MM / DD / YYYYGregg M. Galardi
Printed nameRopes & Gray LLP
Firm name1211 Avenue of the Americas, New York, NY 10036
Number, Street, City, State & ZIP CodeContact phone (212) 596-9000Email address gregg.galardi@ropesgray.com2991 (Delaware)
Bar number and State

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the affiliates listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), will file or have filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

1. MRRC Hold Co. (27-2521242)
2. Rubio’s Restaurants, Inc. (33-0100303)
3. Rubio’s Restaurants of Nevada, Inc. (88-0377609)
4. Rubio’s Incentives, LLC (26-4449359)

Fill in this information to identify the case:

Debtor name MRRRC Hold Co.United States Bankruptcy Court for the: District of Delaware

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Combined Corporate Ownership Statement and List of Equity Interest Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/26/2020

X

Melissa S. Kibler
Signature of individual signing on behalf of debtor

Melissa Kibler

Printed name

Chief Restructuring Officer

Position or relationship to debtor

Debtor name <u>Rubio's Restaurants, Inc.</u>
United States Bankruptcy Court for the: _____ District of <u>Delaware</u> (State)
Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, partially secured	Unsecured claim
1	SUNWEST BANK 500 N. Brand Blvd Suite 1750 Glendale, CA 91203	Attn: Robert Engle P: 818-697-7010 F: 562-895-5000 rengle@sunwestbank.com	PPP Loan	Contingent			\$10,000,000.00
2	SOUTHWEST TRADERS INCORPORATION 27565 Diaz Road Temecula, CA 92590	Attn: Terence Walsh & Kenny Smith P: 951-676-2559 terancew@southwesttraders.com; kennys@southwesttraders.com	Trade				\$3,242,373.59
3	INTERNAL REVENUE SERVICE 2970 Market St Philadelphia, PA 19104	Centralized Insolvency Operation P: 215-222-8200 F: 855-235-6787	CARES Act - Payroll Tax Deferral				\$2,475,755.88
4	STATE OF CALIFORNIA 450 N Street, Mic 121 Sacramento, CA 94279-0121	State Board of Equalization P: 800-807-6755 StateInfo@state.ca.gov	Sales Tax				\$1,446,516.38
5	AZ DEPARTMENT OF REVENUE 1600 West Monroe Street Phoenix, AZ 85007	Attn: Robert Ryan P: 602-716-7070 F: 602-542-2072 VDA@azdor.gov	Sales Tax				\$222,625.67
6	ORANGE CITY MILLS L.P. Attn: Trey Peckenpaugh 399 Park Avenue, 29th Floor New York, NY 10022	c/o Simon Property Group, Inc. P: 212-746-9612; 317-636-1600 trey.peckenpaugh@simon.com	Rent				\$183,945.44
7	SAN DIEGO GAS & ELECTRIC 8326 Century Park Court San Diego, CA 92123	Attn: A.J. Moreno P: 619-654-8720 F: 858-654-1256	Utilities				\$170,538.42
8	SHOPS AT MISSION VIEJO, LLC Attn: Trey Peckenpaugh; Dan Seabaugh 399 Park Avenue, 29th Floor New York, NY 10022	c/o Simon Property Group, Inc. P: 212-746-9612; 317-636-1600 trey.peckenpaugh@simon.com; dseabaugh@simon.com	Rent				\$161,479.64

Debtor Rubio's Restaurants, Inc.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral	Unsecured claim
9	COLE MT SAN JOSE CA, LP 2398 E. Camelbak Road, 4th Floor Phoenix, AZ 85016	Attn: Brian McGlynn P: 602-778-8700; 323-860-4900 dbenavente@arcpreit.com	Rent				\$137,882.65
10	SIMON PROPERTY GROUP LP Attn: Trey Peckenpaugh 399 Park Avenue, 29th Floor New York, NY 10022	c/o Simon Property Group, Inc. P: 212-746-9612; 317-636-1600 trey.peckenpaugh@simon.com	Rent				\$137,028.16
11	CAPREF PASEO LLC Attn: Deana Doetzl 300 E Colorado Blvd Suite 213 Pasadena, CA 91101-2269	c/o The Paseo P: 626-795-8891 deana.doetzl@thepaseopasadena.com	Rent				\$134,324.78
12	BROKAW VENTURES II LLC Attn: David B Dollinger; Tia Fisher 555 Twin Dolphin Drive Suite 600 Redwood City, CA 94065	c/o Dollinger Properties P: 650-508-8666; 408-660-7680 tia@dollingerproperties.com	Rent				\$132,856.99
13	FREEHOLD CHANDLER TRUST LLC Attn: Brea Williams Chandler Fashion Center 401 Wilshire Blvd., Suite 700 Santa Monica, CA 90401	c/o The Macerich Company P: 602-953-6200; 310-394-6000 breanna.williams@macerich.com	Rent				\$130,836.23
14	FASHION VALLEY MALL LLC Attn: Trey Peckenpaugh 399 Park Avenue, 29th Floor New York, NY 10022	c/o Simon Property Group, Inc. P: 212-746-9612; 317-636-1600 trey.peckenpaugh@simon.com	Rent				\$126,599.40
15	RELIABLE INVESTMENT COMPANY, LLP 1528 Wazee St Denver, CO 80202	c/o C21 LLP P: 303-623-0200 F: 303-454-5401 doug@antonoff.com	Rent				\$125,580.40
16	HART PACIFIC COMMONS LLC Attn: Jennifer Duarte 21 E Victoria St Santa Barbara, CA 93101	c/o Nassau Land Company II, LP P: 510-770-9798 jduarte@vestar.com	Rent				\$123,076.94
17	FLATIRON PROPERTY HOLDING, LLC Attn: Kim Campbell 401 Wilshire Blvd., Suite 401 Santa Monica, CA 90401	c/o The Macerich Company P: 310-394-6000; 720-887-9900 kim.campbell@macerich.com	Rent				\$120,944.57
18	SOUTHERN CALIFORNIA EDISON 2244 Walnut Grove Avenue PO Box 800 Rosemead, CA 91770	Attn: Julia A. Mosel, Esq. P: 626-302-6789 julia.mosel@sce.com	Utilities				\$116,890.89
19	UTC VENTURE LLC Attn: Lin Corbin 11601 Wilshire Blvd. Los Angeles, CA 90025	c/o Westfield Corporation P: 858-546-8858; 858-453-2930 lcorbin@us.westfield.com	Rent				\$115,464.36

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral	Unsecured claim
20	ROSEVILLE SHOPPINGTOWN, LLC Attn: Jeff Richardson 1173 Galleria Blvd., Ste. P210-B Roseville, CA 95678	c/o Westfield Corporation P: 310-478-4456; 916-787-2081 jeff.richardson@urw.com	Rent				\$111,489.70
21	US FOODS CULINARY EQUIPMENT & SUPPLIES LLC 5353 Nathan Ln N Plymouth, MN 55442	Attn: John Friede P: 800-486-4636 Ext 2052; 847-720-8000 John.Friede@usfoods.com	Trade				\$111,362.30
22	US FOODSERVICE Department 01680 300 Lawrence Dr Livermore, CA 94550	Attn: Brad Fisher P: 800-365-7238 brad.fisher@usfood.com	Trade	Disputed			\$110,863.72
23	GRIFFIN PARTNERS III - 200 UNION, LP Attn: Colleen Prescott 1999 Broadway, Suite 3225 Denver, CO 80202	c/o Jester Gibson & Moore, LLP P: 303-377-7888 F: 303-377-7075 cprescott@jgllp.com	Rent				\$109,670.40
24	OLO c/o Mobo Systems, Inc. 26 Broadway, 24 th Floor New York, NY 10004	Attn: Noah Glass P: 212-260-0895 F: 212-656-1671 info@mobosystems.com	Trade				\$109,281.07
25	GGP LIMITED PARTNERSHIP Attn: Alan Clark 1114 Avenue of The Americas Suite 2800 New York, NY 10036-7703	c/o Brookfield Properties/Rouse Properties, LLC P: 312-960-2739; 619-427-6701 F: 312-960-5064 alan.clark@brookfieldpropertiesretail.com	Rent				\$109,113.76
26	SAFEWAY INC Attn: Tara Emery 250 E Parkcenter Blvd Boise, ID 83706	c/o Albertsons Companies P: 208-395-6200; 208-395-3871 F: 208-395-6349 tara.emery@albertsons.com	Rent				\$109,038.17
27	STAR-WEST PARKWAY MALL, LP Attn: Bob Dishler 2141 Rosecrans Avenue Suite 6100 El Segundo, CA 90245	c/o Jones Lang LaSalle IP, Inc. P: 310-378-6281 robert.dishler@am.jll.com	Rent				\$105,471.17
28	HENRY J. MEYER Long Beach, CA 90803		Rent				\$103,015.51
29	ALMADEN RANCH LLC Attn: Cathy Consolino 5185 Cherry Ave, Suite 10 San Jose, CA 95118	c/o Arcadia Companies P: 408-982-8468; 408-961-8133 jrandolph@ngkf.com; cathy.consolino@arcadiacompanies.com	Rent				\$102,902.81
30	ECOLAB, INC. 1 Ecolab Place St. Paul, MN 55102-2233	Attn: Douglas M. Baker, Jr. P: 800-352-5326 F: 651-225-3098 institutionalorders@ecolab.com	Trade				\$101,833.99

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

RUBIO'S RESTAURANTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-_____()

(Joint Administration Requested)

**COMBINED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Rubio's Restaurants, Inc., a Delaware corporation, and its affiliates, who are each debtors and debtors in possession in the above-captioned cases (each a "Debtor"), hereby state as follows:

1. Debtor MRRC Hold Co. is owned by the following non-debtor entities:

Entity	Ownership Interest²
Daniel Pittard	Common Stock: - Series A Preferred Stock: 706.64 shares Series A-1 Preferred Stock: -
Frank Henigman 2200 Faraday Avenue Suite 250 Carlsbad, CA 92008	Common Stock: - Series A Preferred Stock: 100.00 shares Series A-1 Preferred Stock: -

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Rubio's Restaurants, Inc. (0303); MRRC Hold Co. (1242); Rubio's Restaurants of Nevada, Inc. (7609); and Rubio's Incentives, LLC (9359). The Debtors' mailing address is 2200 Faraday Avenue, Suite 250, Carlsbad, CA 92008.

² Ownership percentages have been rounded to the nearest hundredth.

GC SBIC IV, L.P. 200 Park Avenue, 25th Floor New York, NY 10166	Common Stock: - Series A Preferred Stock: 1,988.84 shares Series A-1 Preferred Stock: -
Golub Capital Partners Coinvestment Ltd. 200 Park Avenue, 25th Floor New York, NY 10166	Common Stock: - Series A Preferred Stock: 3,081.75 shares Series A-1 Preferred Stock: -
Kenneth Hull	Common Stock: 127.00 shares Series A Preferred Stock: 63.14 shares Series A-1 Preferred Stock: -
LEG Partners Debenture, L.P. 200 Park Avenue, 25th Floor New York, NY 10166	Common Stock: - Series A Preferred Stock: 1,059.00 shares Series A-1 Preferred Stock: -
Liz Drake	Common Stock: 380.00 shares Series A Preferred Stock: - Series A-1 Preferred Stock: -
Marc Simon 2200 Faraday Avenue Suite 250 Carlsbad, CA 92008	Common Stock: - Series A Preferred Stock: 300.00 shares Series A-1 Preferred Stock: -
Mark Watkins	Common Stock: - Series A Preferred Stock: 70.53 shares Series A-1 Preferred Stock: -
Millennium Trust Company (Frank Henigman) 2200 Faraday Avenue Suite 250 Carlsbad, CA 92008	Common Stock: - Series A Preferred Stock: 100.00 shares Series A-1 Preferred Stock: 32.00 shares

Millennium Trust Company (Marc Simon) 2200 Faraday Avenue Suite 250 Carlsbad, CA 92008	Common Stock: - Series A Preferred Stock: 300.00 shares Series A-1 Preferred Stock: 96.00 shares
Mill Road Capital 382 Greenwich Ave Suite 1 Greenwich, CT 06830	Common Stock: 1.00 share Series A Preferred Stock: 95,842.10 shares Series A-1 Preferred Stock: 16,715.00 shares
Ralph Rubio 2200 Faraday Avenue Suite 250 Carlsbad, CA 92008	Common Stock: - Series A Preferred Stock: 2,105.27 shares Series A-1 Preferred Stock: -
United Insurance Company of America C/O Golub Capital Account One E Wacker Drive 9th Floor Chicago, IL 60601	Common Stock: - Series A Preferred Stock: 185.70 shares Series A-1 Preferred Stock: -
William Sheldon	Common Stock: 33.00 shares Series A Preferred Stock: - Series A-1 Preferred Stock: -
<i>Total shares of Common Stock: 541.00</i> <i>Total shares of Series A Preferred Stock: 105,902.97</i> <i>Total Shares of Series A-1 Preferred Stock: 16,843.00</i>	

2. Kenneth Hull and Liz Drake own more than 10% of the Common Stock of Debtor MRRC Hold Co. Mill Road Capital owns more than 10% of the Series A Preferred Stock and the Series A-1 Preferred Stock of Debtor MRRC Hold Co.

3. Debtor MRRC Hold Co. is the direct or indirect parent of each of the other Debtors.

4. The Debtor listed below is 100% owned by MRRC Hold Co.:

- Rubio's Restaurants, Inc.

5. The Debtors listed below are 100% owned by Rubio's Restaurants, Inc.:
- Rubio's Incentives, LLC
 - Rubio's Restaurants of Nevada, Inc.

SECRETARIAL CERTIFICATE

The undersigned, Secretary of MRRC Hold Co., a Delaware corporation (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto as Exhibit A is a true and complete copy of the Resolutions of the Board of Directors (the "Board") of the Company, duly adopted at a properly convened meeting of the Board on October 25, 2020, by vote of the directors.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked, and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 25th day of October, 2020.

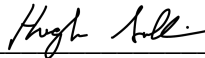
By: 
Name: Hugh Sullivan
Title: Secretary

Exhibit A

Resolutions

See attached.

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
MRRC HOLD CO.**

Adopted October 25, 2020

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's assets, credit market conditions, and macroeconomic conditions impacting the Company; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial, and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

NOW, THEREFORE, BE IT:

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the "Petition") be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") commencing a case (the "Bankruptcy Case") under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that each duly appointed officer of the Company (each, an "Authorized Person" and collectively, the "Authorized Persons"), be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Authorized Person may determine; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered on behalf of the Company, to execute, acknowledge, deliver and verify and file any and all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions that such Authorized Persons may deem necessary or proper in connection with the filing of the Petition and commencement of the Bankruptcy Case; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Authorized

Person performing or executing the same shall approve, and the performance or execution thereof by such Authorized Person shall be conclusive evidence of the approval thereof by such Authorized Person and by the Company; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Authorized Persons, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

Retention of Professionals

RESOLVED, that the law firm of Ropes & Gray LLP ("Ropes & Gray") be, and hereby is, authorized, directed and empowered to represent the Company as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Ropes & Gray; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized, directed and empowered to represent the Company as Delaware bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in its Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Mackinac Partners LLC ("Mackinac") be, and hereby is, authorized, directed and empowered to provide to the Company restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any

combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate motion or application for authority to retain the services of Mackinac; and it is further

RESOLVED, that Gower Advisers (“Gower”) be, and hereby is, authorized, directed and empowered to serve as investment banker to represent and assist the Company in connection with the potential restructuring of the Company’s business and in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Gower; and it is further

RESOLVED, that B. Riley Financial, Inc. (“B. Riley”) be, and hereby is, authorized, directed and empowered to serve as the Company’s real estate advisor in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of B. Riley; and it is further

RESOLVED, that Bankruptcy Management Solutions, Inc. d/b/a Stretto (“Stretto”) be, and hereby is, authorized, directed and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Stretto; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals, consultants, financial advisors, or investment bankers to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

Postpetition Financing

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility pursuant to that certain Super-Priority Debtor-in-Possession Credit Agreement (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “DIP Credit Agreement”; capitalized terms not otherwise defined herein shall have the meanings set forth in the Credit Agreement), by and among Golub Capital Markets LLC, as administrative agent (the “DIP Agent”), the lenders party thereto (the “DIP Lenders”), the Company, and certain of the Company’s affiliates as loan parties thereto, in substantially the form provided to the Board; (b) negotiate, execute and deliver guaranties of the foregoing facility by the Company or certain affiliates of the Company; (c) grant security interests in favor of the DIP Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith; (d) negotiate the use of the cash collateral of the Company’s existing secured lenders and the form of adequate protection to be granted in connection with such use; and (e) authorize, negotiate, execute and deliver the other Loan Documents and such additional agreements, instruments, and documents as may be contemplated or required by the DIP Credit Agreement upon such other terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, including, but not limited to, the Security Agreement and the Pledge Agreement, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it is further

General Resolutions

RESOLVED, that all actions heretofore taken, and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof, by any Authorized Person of the Company in, for and on behalf of the Company, in connection with the matters described in or contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as of the date such action or actions were taken; and it is further

RESOLVED, that these resolutions of the Board shall be filed with the minutes of the proceedings of the Board.